

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Flynn James E</u> <hr/> (Last) (First) (Middle) <u>345 PARK AVENUE SOUTH,</u> <u>12TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10010</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/26/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Singular Genomics Systems, Inc. [OMIC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>*Possible Member of 10% Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Common Stock	6,457,723 ⁽¹⁾	(1)	I	Through Deerfield Private Design Fund IV, L.P. ⁽⁵⁾⁽⁶⁾
6% Convertible Note due 2023	(2)	(2)	Common Stock	577,148	(2)	I	Through Deerfield Private Design Fund IV, L.P. ⁽⁵⁾⁽⁶⁾
6% Convertible Note due 2023	(3)	(3)	Common Stock	577,148	(3)	I	Through Deerfield Partners, L.P. ⁽⁵⁾⁽⁶⁾
Stock Option (Right to Buy)	03/19/2021	03/18/2030	Common Stock	30,000 ⁽⁴⁾	0.63	I	Through Deerfield Management Company, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾

1. Name and Address of Reporting Person* <u>Flynn James E</u> <hr/> (Last) (First) (Middle) <u>345 PARK AVENUE SOUTH,</u> <u>12TH FLOOR</u> <hr/> (Street) <u>NEW YORK NY 10010</u> <hr/>		
--	--	--

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD MANAGEMENT COMPANY, L.P. \(SERIES C\)](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH,
12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DEERFIELD PARTNERS, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH,
12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH,
12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Mgmt IV, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH,
12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Deerfield Private Design Fund IV, L.P.](#)

(Last) (First) (Middle)

345 PARK AVENUE SOUTH,
12TH FLOOR

(Street)

NEW YORK NY 10010

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series B Preferred Stock is convertible into one share of the Issuer's common stock and will automatically convert into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering of common stock.
2. The 6% Convertible Note due 2023 held by Deerfield Private Design Fund IV, L.P. ("Fund IV") will automatically convert into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering at a conversion price equal to 80% of the initial public offering price per share of common stock.
3. The 6% Convertible Note due 2023 held by Deerfield Partners, L.P. ("Deerfield Partners") will automatically convert into shares of the Issuer's common stock upon the closing of the Issuer's initial public offering at a conversion price equal to 80% of the initial public offering price per share of common stock.
4. The option granted to Andrew ElBardissi and reported herein is held for the benefit, and at the direction, of Deerfield Management Company, L.P. ("Deerfield Management").
5. This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt IV, L.P. is the general partner of Fund IV. Deerfield Mgmt, L.P. is the general partner of Deerfield Partners (collectively with Fund IV, the "Funds"). Deerfield Management is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt IV, L.P., Deerfield Mgmt, L.P. and Deerfield Management.
6. In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

Please see Joint Filer Information Statement attached as Exhibit 99 hereto. Jonathan Isler, Attorney-in-Fact: Power of Attorney, which is hereby incorporated by reference to Exhibit 24 to a Form 3 with regard to Proteon Therapeutics, Inc. filed with the Securities and Exchange Commission on August 4, 2017 by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P., Deerfield Management Company, L.P., and James E. Flynn.

/s/ Jonathan Isler,
Attorney-in-Fact

05/26/2021

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Name: Deerfield Mgmt IV, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Partners, L.P.

Address: 345 Park Avenue South, 12th Floor
New York, NY 10010

Designated Filer: James E. Flynn

Issuer and Ticker Symbol: Singular Genomics Systems, Inc. [OMIC]

Date of Event Requiring Statement: May 26, 2021

The undersigned, Deerfield Mgmt IV, L.P., Deerfield Mgmt, L.P., Deerfield Management Company, L.P., Deerfield Private Design Fund IV, L.P., and Deerfield Partners, L.P. are jointly filing the attached Initial Statement of Beneficial Ownership on Form 3 with James E. Flynn with respect to the beneficial ownership of securities of Singular Genomics Systems, Inc.

Signatures:

DEERFIELD MANAGEMENT COMPANY, L.P.
By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PARTNERS, L.P.
By: Deerfield Mgmt, L.P., General Partner
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT, L.P.
By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD MGMT IV, L.P.
By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact

DEERFIELD PRIVATE DESIGN FUND IV, L.P.
By: Deerfield Mgmt IV, L.P., General Partner
By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler
Jonathan Isler, Attorney-In-Fact